

SIDLEY & AUSTIN
A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

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ASSOCIATED OFFICE

HASHIDATE LAW OFFICE
IMPERIAL TOWER, 7TH FLOOR
1-1 UCHISAIWAICHO 1-CHOME
CHIYODA-KU, TOKYO 100 JAPAN
03-504-3800 FAX 03-504-1009

November 9, 1989

BY HAND

Noreta R. McGee
Secretary
Interstate Commerce Commission
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423

RECORDED BY 16579-A FILED 145

NOV 8 1989 -10 35 AM
INTERSTATE COMMERCE COMMISSION

Dear Ms. McGee:

Enclosed are an original and one copy of 3 documents, described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code. The documents to be recorded are:

- (1) Supplement No. 2 to the Lease of Railroad Equipment, a secondary document, dated as of November 9, 1989; the primary document to which this is connected is recorded under Recordation No. 16303.
- (2) Supplement No. 2 to the Loan and Security Agreement, a secondary document, dated as of November 9, 1989; the primary document to which this is connected is recorded under Recordation No. 16303-B.
- (3) A Lease Agreement Termination (Partial), a secondary document, dated as of November 9, 1989; the primary document to which this is connected is recorded under Recordation No. 16579.

The names and addresses of the parties to the documents are as follows:

Supplement No. 2 to the Lease of Railroad Equipment:

Trustee: Meridian Trust Company
35 North 6th Street
Reading, Pennsylvania 19601

Lessor: Whirlpool Financial Corporation
17177 N. Laurel Park Drive
Suite 233
Livonia, Michigan 48152

Victoria Austin
C. Deane

Noreta R. McGee
November 9, 1989
Page 2

Lessee: Soo Line Railroad Company
 Soo Line Building
 105 South Fifth Street
 Box 530
 Minneapolis, Minnesota 55440

Supplement No. 2 to the Loan and Security Agreement:

Owner Trustee: Meridian Trust Company
 35 North 6th Street
 Reading, Pennsylvania 19601

Lender: The Prudential Insurance Company
 of America
 c/o Prudential Capital Corporation
 2930 Norwest Center
 90 South Seventh Street
 Minneapolis, Minnesota 55402-3901

Lease Agreement Termination (Partial):

Lessor: Electro-Motive Division
 General Motors Corporation
 La Grange, Illinois 60525

Lessee: Soo Line Railroad Company
 Soo Line Building
 105 South Fifth Street
 Box 530
 Minneapolis, Minnesota 55440

A description of the equipment covered by these
document follows:

16 General Motors EMD 3800 H.P. Model SD-60
Diesel Electric Locomotives bearing
manufacturers numbers 886019-01 through
886019-16, inclusive, and Soo Line road
numbers 6042 through 6057, inclusive.

A fee of \$45.00 is enclosed. Please stamp and return
to the messenger any documents not needed by the Commission for
recordation, along with a stamped copy of this letter.

Noreta R. McGee
November 9, 1989
Page 3

A short summary of the documents, to appear in the Commission's index, follows:

Supplement No. 2 to the Lease of Railroad Equipment:

Supplement No. 2 to the Lease of Railroad Equipment between Meridian Trust Company, 35 North 6th Street, Reading, Pennsylvania 19601, Lessor, and Whirlpool Financial Corporation, 17177 N. Laurel Park Drive, Suite 233, Livonia, Michigan 48152, Lessee, dated as of November 9, 1989, and covering 16 General Motors EMD 3800 H.P. Model SD-60 Diesel Electric Locomotives bearing manufacturers numbers 886019-01 through 806019-16, inclusive, and Soo Line road numbers 6042 through 6057, inclusive.

Supplement No. 2 to the Loan and Security Agreement:

Supplement No. 2 to the Loan and Security Agreement between Meridian Trust Company, 35 North 6th Street, Reading, Pennsylvania 19601, Owner Trustee, and The Prudential Insurance Company of America, c/o Prudential Capital Corporation, 2930 Norwest Center, 90 South Seventh Street, Minneapolis, Minnesota 55402-3901, Lender, dated as of November 9, 1989, and covering 16 General Motors EMD 3800 H.P. Model SD-60 Diesel Electric Locomotives bearing manufacturers numbers 886019-01 through 886019-16, inclusive, and Soo Line road numbers 6042 through 6057, inclusive.

Lease Agreement Termination (Partial):

Lease Agreement Termination (Partial) between Electromotive Division, General Motors Corporation, La Grange, Illinois 60525, Lessor, and Soo Line Railroad Company, Soo Line Building, 105 South Fifth Street, Box 530, Minneapolis, Minnesota 55440, Lessee, dated as of November 9, 1989, covering 16 General Motors EMD 3800 H.P. Model SD-60 Diesel Electric Locomotives bearing manufacturers numbers 886019-01 through 886019-16, inclusive, and Soo Line road numbers 6042 through 6057, inclusive.

Sincerely,



Brian L. Rubin

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

117(?*(

OFFICE OF THE SECRETARY

117(?)

Brian L. Rubin
Sidley & Austin
1722 Eye Street N.W.
Washington, D.C. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/9/89 at 10:35am and assigned recordation number(s). 16303-A & 16303-B 16579-A

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

LEASE AGREEMENT TERMINATION

(PARTIAL)

NOV 8 1989 -10 35 AM

INTERSTATE COMMERCE COMMISSION

This terminates the Lease Agreement, dated October 10, 1989, ("Lease") between Soo Line Railroad Company ("Railroad") a Minnesota corporation, and Electro-Motive Division, General Motors Corporation ("EMD"), a Delaware corporation only with respect to the following locomotives: 6042 through 6057, inclusive, (hereinafter referred to as "Terminated Equipment"). The Lease and the hereinafter described recordation with the Interstate Commerce Commission ("ICC") with respect to locomotives 6058 through 6062, inclusive and continues in full force and effect.

WHEREAS, Railroad and EMD executed a Lease Agreement, dated October 10, 1989, relating to the equipment described in Schedule 1 hereto ("Locomotives");

WHEREAS, the Lease was duly filed for recordation with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303, as recorded on October 25, 1989 at 9:55 a.m. Recordation No. 16579.

WHEREAS, the parties hereto desire to terminate and cancel the Lease with respect to the Terminated Equipment and to record this termination and cancellation;

Now, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, Railroad and EMD agree as follows:

1. Railroad and EMD hereby terminate and cancel the Lease, effective November 9, 1989 with respect to the Terminated Equipment.
2. The parties agree to record this Agreement with the ICC so as to release the lien against the Terminated Equipment constituted by the Lease.
3. The parties agree that the Lease and the above mentioned recordation with the ICC shall continue in full force and effect with respect to locomotives 6058 through 6062, inclusive.
4. This Agreement may be executed by the parties in one or more counterparts (or upon separate signature pages bound together in one or more counterparts) shall together constitute but one and the same instrument.

LEASE AGREEMENT TERMINATION

(PARTIAL)

This terminates the Lease Agreement, dated October 10, 1989, ("Lease") between Soo Line Railroad Company ("Railroad") a Minnesota corporation, and Electro-Motive Division, General Motors Corporation ("EMD"), a Delaware corporation only with respect to the following locomotives: 6042 through 6057, inclusive, (hereinafter referred to as "Terminated Equipment"). The Lease and the hereinafter described recordation with the Interstate Commerce Commission ("ICC") with respect to locomotives 6058 through 6062, inclusive and continues in full force and effect.

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2. The parties agree to record this Agreement with the ICC so as to release the lien against the Terminated Equipment constituted by the Lease.
3. The parties agree that the Lease and the above mentioned recordation with the ICC shall continue in full force and effect with respect to locomotives 6058 through 6062, inclusive.
4. This Agreement may be executed by the parties in one or more counterparts (or upon separate signature pages bound together in one or more counterparts) shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, Railroad and EMD have each caused this Termination Agreement to be duly executed by their authorized officers as of the day and year first above written.

SOO LINE RAILROAD COMPANY

Attest:

Leresa F. Keene

ASSISTANT SECRETARY

By:

Paul D. Gilmore

Paul D. Gilmore

Title: Sr. Vice President -
Operations

IN WITNESS WHEREOF, Railroad and EMD have each caused this Termination Agreement to be duly executed by their authorized officers as of the day and year first above written.

SOO LINE RAILROAD COMPANY

Attest: _____

By: _____

Title: _____

ELECTRO-MOTIVE DIVISION
GENERAL MOTORS CORPORATION

Attest: _____

By: ^{PL} *John W. Jarrell*

John W. Jarrell
Title: Vice President & General Manager

STATE OF ILLINOIS)
COUNTY OF COOK)

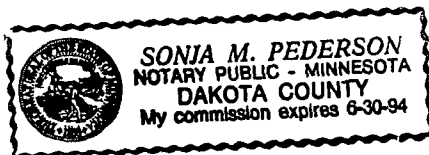
On this ____ day of November, 1989, before me personally appeared _____, to me personally known, who being by me duly sworn, says that (s)he is the _____ of Electro-Motive Division, General Motors Corporation ("EMD"), that said instrument was signed on behalf of EMD by Authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of EMD.

Notary Public
My Commission Expires:

STATE OF MINNESOTA)
COUNTY OF HENNEPIN)

On this 6th day of November, 1989, before me personally appeared Paul D. Gilmore, to me personally known, who being by me duly sworn, says that he is the Sr. Vice President - Operations of Soo Line Railroad Company, ("Soo"), that said instrument was signed on behalf of Soo by Authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of Soo.

Sonia M. Pederson
Notary Public
My Commission Expires:



STATE OF ILLINOIS)
COUNTY OF COOK)

On this ____ day of November, 1989, before me personally appeared John W. Jarrell, to me personally known, who being by me duly sworn, says that (s)he is the V.P. & Gen. Manager of Electro-Motive Division, General Motors Corporation ("EMD"), that said instrument was signed on behalf of EMD by Authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of EMD.

Juanita Acantilado
Notary Public
My Commission Expires: April 17, 1992



STATE OF MINNESOTA)
COUNTY OF HENNEPIN)

On this ____ day of November, 1989, before me personally appeared _____, to me personally known, who being by me duly sworn, says that (s)he is the _____ of Soo Line Railroad Company ("Soo"), that said instrument was signed on behalf of Soo by Authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of Soo.

Notary Public
My Commission Expires:

/2899c(2)

SCHEDULE 1

Description of Locomotives

<u>Description</u>	<u>Manufacturer</u>	<u>Manuf. Serial No.</u>	<u>Lessee's Road No.</u>	<u>Purchase Price</u>
3800 H.P. Model SD-60 Diesel Electric Locomotive	Electro-Motive Division General Motors Corporation	886019-1 886019-2 886019-3 886019-4	S00 6042 S00 6043 S00 6044 S00 6045	\$1,349,350 " " "
"	"	886019-5	S00 6046	"
"	"	886019-6	S00 6047	"
"	"	886019-7	S00 6048	"
"	"	886019-8	S00 6049	"
"	"	886019-9	S00 6050	"
"	"	886019-10	S00 6051	"
"	"	886019-11	S00 6052	"
"	"	886019-12	S00 6053	"
"	"	886019-13	S00 6054	"
"	"	886019-14	S00 6055	"
"	"	886019-15	S00 6056	"
"	"	886019-16	S00 6057	"